

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
THE HERALD PRINTING COMPANY
MARCH 13, 2010**

The Directors of The Herald Printing Company (the "Company") hereby authorize and consent and agree to the following resolutions:

RESOLVED, that it is in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED, that the Chairman of the Board of Directors of the Company, the President and Chief Executive Officer, or any Vice President of the Company, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court of the Northern District of Ohio, Eastern Division, at such time as said officer executing the same shall determine; and

RESOLVED, Anthony J. DeGirolamo, Esq. Courtyard Centre, Suite 307, 116 Cleveland Ave., N.W., Canton, Ohio 44702 is hereby employed as legal counsel for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and

RESOLVED, Brouse McDowell is hereby employed as special litigation counsel for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and

RESOLVED, that the firm of Mizik & Miller is hereby employed as accountants for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and

RESOLVED, that the appropriate officers of the Company are hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which they deem necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the appropriate officers of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion of the chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company, which is consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

RESOLVED, that any and all past actions heretofore taken by officers, directors or members of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

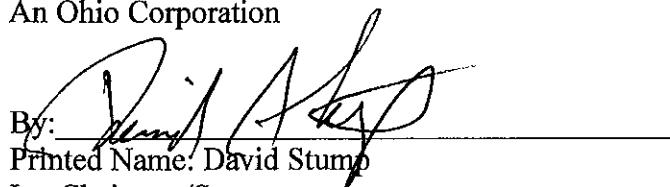
STATE OF OHIO)
)
) SS:
COUNTY OF CRAWFORD)

I, David Stump, do hereby certify that I am the Chairman/Secretary of The Herald Printing Company, a corporation organized and existing under and by virtue of the laws of the State of Ohio (the "Corporation"). I do further certify that the foregoing is a true, full and correct copy of resolutions duly adopted by the Board of Directors of the Corporation as of March 13, 2010 (the "Resolutions").

I do further certify that the Resolutions have not been altered, amended or repealed and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the Corporation this 15th day of March 2010.

THE HERALD PRINTING COMPANY
An Ohio Corporation

By: 
Printed Name: David Stump
Its: Chairman/Secretary

Subscribed and sworn to before me this 15 day of March 2010.


Notary Public